

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the members of Garware Synthetics Limited will be held on Wednesday, 28th January 2015 at 11.30 A.M. at the Manish Textiles Industrial Premises, Penkar Pada, Mira Road (East), Thane – 401104 to transact the following business:

SPECIAL BUSINESS:

1. PREFERENTIAL ALLOTMENT OF WARRANTS CONVERTIBLE INTO EQUAL NUMBER OF EQUITY SHARES TO PROMOTERS, AND PREFERENTIAL ALLOTMENT OF EQUITY SHARES TO PROMOTERS

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 62(1)(c), Section 42 and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) and in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 including any amendment, modification, variation or re-enactment thereof and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Securities and Exchange Board of India, the Stock exchange where the shares of the company are listed and any other appropriate authorities (hereinafter collectively referred to as the “Appropriate Authorities”) and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed and subject to the Company obtaining all approvals from the Appropriate Authorities and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission and / or sanction (hereinafter referred to as the “requisite approvals”), which may be agreed to by the Board of Directors of the Company (hereinafter called the “Board” which term shall include any Committee constituted for time being in force), the consent, authority and approval of the Company be and is hereby accorded to the Board to offer, issue and allot up to an aggregate of 4,60,000 Convertible Equity Warrants (hereinafter referred to as “Warrant(s)”) on preferential basis to the Promoters, with each Warrant convertible into one equity share of the Company of nominal value of Rs. 10/- each at a price of Rs. 50/- which includes a premium of Rs. 40/- per share and 4,00,000 Equity shares for cash at a price of Rs. 50/- per equity share (including a premium of Rs. 40 /- per Equity share) on preferential basis to the Promoter on such conditions and terms and in such manner as may be decided by the Board in this connection;

RESOLVED FURTHER THAT the Relevant date in relation to the issue of Warrants and Equity Shares in accordance with the SEBI (ICDR) Regulations will be 29th December 2014, being the date 30 days prior to the date of passing the resolution;

RESOLVED FURTHER THAT the equity shares to be issued and allotted shall rank pari passu with the existing equity shares of the Company in all respects;

RESOLVED FURTHER THAT the issue of Warrants, if any, as above, shall be subject to the following terms and conditions:

- i. The Warrants shall be convertible (at the sole option of the Promoter) at any time from the date of allotment of Warrants up to a period of 18 months.

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- ii. Each Warrant shall be convertible into one equity share of nominal value of Rs. 10/- each at a price of Rs. 50/- which includes a premium of Rs. 40/- per share, which price shall not be less than the price calculated in accordance with the SEBI ICDR Regulations for preferential allotment of Equity shares/Warrants.
- iii. The Promoter shall on the date of allotment of Warrants, pay an amount equivalent to 25% of the total consideration per warrant.
- iv. The Promoter, on the date of allotment of equity shares pursuant to the exercise of option against each such warrant, pay the balance 75% of the consideration.
- v. The amount referred to in (iii) above shall be non interest bearing and shall be forfeited, if the option to acquire shares is not exercised within a period of 18 months from the date of allotment of the Warrants.
- vi. The number of Warrants and the price per Warrant shall be appropriately adjusted, subject to the Companies Act, 2013 and SEBI ICDR Regulations for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.
- vii. The Warrants allotted in terms of this resolution and the resultant Equity shares arising on exercise of rights attached to such Warrants shall be subject to a lock-in requirement as prescribed under the SEBI ICDR Regulations as amended from time to time.
- viii. The equity shares to be allotted pursuant to such conversion in the manner aforesaid shall rank pari passu in all respects including dividend with other existing shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the issue and allotment of Warrants and Equity shares including reduction of the size of the issue, as it may deem expedient;

**By Order of the Board of Directors,
Garware Synthetics Limited,**

**Sunder Kocha Moolya
Whole-Time director
DIN: 00026117**

Date: 17th December, 2014

Place: Mumbai

Registered Office:

Manish Textiles Industrial Premises,
Opposite Golden Chemical, Penkar Pada,
Mira Road – 401104

NOTES:

1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF OR HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY IN NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.

2) The Members/Proxies should bring the Attendance Slip sent herewith duly filled for attending the Meeting.

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3) The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto.

4) The register of Directors Shareholding, maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the meeting.

5) Members are requested to address all the documents, transfer deeds, demat requests, and other communications with respect to shares in physical mode to the Registrar & Share transfer Agents of the Company, M/s. Universal Capital Securities Private Ltd. directly quoting their full name, Folio No. and Name of the Company.

6) As per Securities and Exchange Board of India (SEBI) notification, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or transmission/ transposition of shares. Members holding shares in dematerialized mode are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Company's Registrar and Transfer Agents.

7) Members holding shares in multiple folios in the identical order of names are requested to consolidate their holdings into one folio and intimate the same to our R&T Agents.

8) Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the shares certificates to R & T, for consolidation into a single folio

9) SERVING OF NOTICE

Electronic copy of the Notice of the Extraordinary General Meeting (EOGM) of the company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company / RTA / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of (EOGM) of the company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode. The notice of this meeting is also made available in the website of the company at www.garwaresyn.com.

10) VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the company is offering e-voting facility to its members in respect of the businesses to be transacted at the Extra Ordinary General Meeting scheduled to be held on Wednesday, January 28, 2015 at 11.30 a.m. For this purpose the company has signed an agreement with Central Depository Services (India) Ltd (CDSL) for facilitating e-voting.

The Board of Directors has appointed S G Parekh & Co., a practicing Company Secretary, as a Scrutinizer for the e-voting process. She will within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the company and will make a scrutinizer's report of the votes cast in favour or against to the Chairman of the company. The results on the resolutions shall be declared on or after the EOGM of the company and the resolutions will be deemed to be passed on the EOGM date subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the scrutinizer's report will be available on the web site of the company (www.garwaresyn.com) within two days of the passing of the resolutions and communication of the same to the BSE Ltd.

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The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on “Shareholders” tab.

(iii) Now, select the “COMPANY NAME i.e Garware Synthetics Limited” from the drop down menu and click on “SUBMIT”

(iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.

(v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

(vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and and 8 digits of the Sequence number which is mentioned in address Label affixed on Extra Ordinary General Meeting Notice, in the PAN field

In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on “SUBMIT” tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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- (x) Click on the EVSN for Garware Synthetics Limited .
- (xi) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 21st January, 2015 at 10.00 a.m IST and ends on 23rd January ,2015 at 06.00 p.m. IST. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 31st December 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (D) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2014

ITEM: RESOLUTION NO. 1

As per Section 62(1)(c) and 42 of the Companies Act, 2013 and Chapter VII of SEBI (Issue of capital and Disclosure requirements) Regulations, 2009 (“SEBI (ICDR) Regulations”), approval of shareholders in the General meeting by way of special resolution is required for allotment of 4,60,000 Warrants Convertible into equal number of Equity Shares and 4,00,000 Equity shares on preferential basis.

The relevant disclosures as required in terms of the SEBI (ICDR) Regulations are as under:

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a) Objects of issue :

The object of the issue is to augment the resources of the Company, primarily for expansion and for future growth of the business.

b) Intention of Promoters / Directors / Key management persons to subscribe to the offer:

Promoter will subscribe to 4,60,000 Warrants convertible into equal number of Equity shares and 4,00,000 equity shares.

c) Shareholding Pattern before and after the preferential allotment:

The Shareholding Pattern of the Company, before and after the Preferential Allotment would be as follows:

Sr. No.	Category	Before preferential allotment of equity shares And warrants		After preferential allotment of equity shares		After preferential allotment of warrants convertible into equity shares	
		No. of shares held	% of shares holding	No. of shares held	% of shares holding	No. of shares held	% of shares holding
A	Promoters Holding						
1	India:						
	Individual	2580283	46.5	2980283	50.10	3440283	53.68
	Bodies Corporate	0	0	0	0	0	0
	Sub Total	2580283	46.5	2980283	50.10	3440283	53.68
2	Foreign Promoters	0	0	0			
	Sub Total (A)	2580283	46.5	2980283	50.10	3440283	53.68
B	Non-Promoters Holding:						
1	Institutional Investors	400	0.01	400	0.01	400	0.01
2	Non-Institution:						

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	Private Corporate Bodies	542722	9.78	542722	9.12	542722	8.47
	Indian Public	2243951	40.44	2243951	37.72	2243951	35.01
	Others (Including NRIs)	181544	3.27	181544	3.05	181544	2.83
	Sub Total(B)	2968617	53.5	2968617	49.90	2968617	46.32
	GRAND TOTAL	5548900	100	5948900	100.00	6408900	100.00

d) Proposed time within which allotment will be completed:

As required under SEBI (ICDR) Regulations, the allotment of 4,60,000 Warrants Convertible to equal number of Equity Shares and 4,00,000 Equity shares will be completed within 15 days period from the date of passing of the said resolution. Provided that where the allotment is pending on account of pendency of any approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 days from the date of such approval.

e) Identity of the Proposed allottees and percentage of post-issued capital that may be held:

The names of the proposed allottees for 4,60,000 Warrants Convertible into equal number of Equity shares and 4,00,000 Equity shares and the percentage of expanded capital to be held by them after the proposed allotment of the said equity shares as per the said resolution are as under:

Sr. No	Name	Category	Pre preferential Share holding	% of pre issued capital	Proposed allotment equity	% of post issued capital	Proposed allotment warrants	% of post issued capital
1	Nihal Garware	Promoter	1292100	23.29	190000	24.91	115000	24.92
2	Anita Garware	Promoter	12700	0.23	110000	2.06	200000	5.04
3	Shasikant Garware	Promoter	124800	2.25	100000	3.78	145000	5.77

f) Change in management :

The proposed preferential allotment of equity shares will not result in any change in the management and control of the Company. Voting rights shall change according to the change in the shareholding pattern mentioned above.

g) Pricing :

The issue of Convertible Equity Warrants and Equity shares on preferential basis shall be at price of Rs. 50/- (Rs. 10/- face value + Rs. 40/- premium). The price is determined in compliance with SEBI (ICDR) Regulations for preferential issue.

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h) Relevant date :

Relevant date as stipulated in SEBI (ICDR) Regulations for determination of price for equity shares and warrants is 29th December, 2014 i.e. 30 days prior to the date of the meeting of the members of the Company.

i) Auditors Certificate :

Auditor's Certificate confirming that the proposed issue of Convertible warrants and Equity Shares is in accordance with the SEBI (ICDR) Regulations, 2009 shall be laid before the shareholders at the proposed Extraordinary General Meeting.

The same shall be available for inspection up to the date of the Extra Ordinary General Meeting at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m.

j) Lock in :

The Equity shares allotted to promoter / promoter group pursuant to exercise of options attached to warrants issued on preferential basis shall be locked in for a period of 3 years provided that not more than 20% of the total share capital of the Company shall be locked-in for a period of 3 years. Provided further that equity shares allotted in excess of 25%, shall be locked-in for a period of 1 year.

The period of Lock-in mentioned above shall commence from the date of trading approval being granted by the concerned stock exchange.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked in from the relevant date upto a period of 6 months from the date of trading approval from the Exchange.

Your Directors recommend the Resolution for the approval of the shareholders of the Company.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolutions except as holders of shares in general.

**By Order of the Board of Directors,
Garware Synthetics Limited,**

**Sunder Kocha Moolya
Whole-Time director
DIN: 00026117**

**Date: 17th December, 2014
Place: Mumbai**

Registered Office:
Manish Textiles Industrial Premises,
Opposite Golden Chemical, Penkar Pada,
Mira Road – 401104 NOTES:

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MGT-11 Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U99999MH1969PLC014371

Name of the Company: GARWARE SYNTHETICS LIMITED

Registered office: MANISH TEXTILES INDUSTRIAL PREMISES, OPPOSITE GOLDEN CHEMICAL, PENKAR PADA MIRA ROAD, Maharashtra 401104

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of the Company holding..... Equity shares hereby appoint

1. Name: Address:
Email id:Signature:, or failing him
2. Name: Address:
Email id:Signature:, or failing him
3. Name: Address:
Email id:Signature:, or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the Extraordinary General Meeting of the Company to be held on Wednesday, January 28, 2015, at 11.30 A.M. at the Manish Textiles Industrial Premises, Penkar Pada, Mira Road (East), Thane – 401104 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	(optional)*		
			Against	Abstain
1	Preferential Allotment of Warrants Convertible into Equal number of Equity shares to Promoters and Preferential Allotment of Equity shares to Promoters			

AFFIX
Re 1/-
Revenue
Stamp

Signed this..... day of..... 2015

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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GARWARE SYNTHETICS LIMITED

Registered office: Manish Textiles Industrial Premises, Opposite Golden Chemical, Penkar Pada
Mira Road, Maharashtra 401104 | | CIN U99999MH1969PLC014371

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the hall

I, hereby record my attendance at the Extra Ordinary General Meeting of the members of Garware Synthetics Limited to be held on Wednesday, 28th January 2015 at 11.30 A.M. at the the Manish Textiles Industrial Premises, Penkar Pada, Mira Road (East), Thane – 401104

DP ID :		CLIENT ID :	
NAME AND ADDRESS OF SHAREHOLDER (IN BLOCK CAPITALS)		FOLIO NO.	

SIGNATURE OF THE SHARE HOLDER OR PROXY: _____